WALKET FILE DEBY PRIGINAL

READ INSTRUCTIONS CAREFULLY BEFORE PROCEEDING

# FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE

MC 04-294

Approved by OMB 3060-0589
Page 1 0.2

SECTION A-PARE NORMATION  CHAPTER NAME (of paying by credit cure (one cascity as it appears on the card)  CHAPTER NAME (of paying by credit cure (one cascity as it appears on the card)  SECTION A-PARE NAME (of paying by credit cure (one cascity as it appears on the card)  SECTION A-PARE NAME (of paying by credit cure (one cascity as it appears on the card)  SECTION A-PARE NAME (of paying by credit cure (one cascity as it appears on the card)  SECTION A-PARE NAME (of paying by credit cure for cascity as it appears on the card)  SECTION A-PARE NAME (of paying by credit cure for cascity as it appears on the card)  SECTION A-PARE NAME (of paying by credit cure for cascity as it appears on the card)  SECTION A-PARE NAME (of paying by credit cure for cascity as it appears on the card)  SECTION A-PARE NAME (of paying by credit cure for cascity as it appears on the card)  SECTION A-PARE NAME (of paying by credit cure for cascity as it appears on the card)  SECTION A-PARE NAME (or paying by credit cure for cascity as it appears on the card)  SECTION A-PARE NAME OF CORD (or paying by credit cure for cascity as it appears on the card)  SECTION A-PARE NAME OF CORD (or paying by credit cure for cascity as it appears on the card)  SECTION A-PARE NAME NAME OF CORD (or paying by credit cure for cascity as it appears on the card)  SECTION A-PARE NAME NAME OF CORD (or paying by credit cure for cascity as it appears on the card)  SECTION A-PARE NAME NAME NAME NAME NAME NAME NAME NAM	(1) LOCK BOX #	FCC/MELLON	11 1 2 20	nn.	SPECIAL USE ONLY	
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(26B) FEE DUE FOR (PTC)  (28B) FCC CODE 1  (29B) FCC CODE 2  SECTION D - CERTIFICATION  CERTIFICATION STATEMENT Certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.  SIGNATURE DATE 7-12-04  SECTION E - CREDIT CARD PAYMENT INFORMATION  MASTERCARD VISA AMEX DISCOVER  ACCOUNT NUMBER EXPIRATION DATE  I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.	(28A) FCC CODE I		29A) FCC CODE 2			· ·
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I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.	. cccvp/mv/					
				ON DATE		
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SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003(REVISED)

Approved by OMB 3060-0589

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINATION SHEET)  Page No of				SPECIAL USE FCC USE ONLY		
(13) APPLICANT NAME Network US. Inc. d/b/a C		LY FOR EACH ADDITION TIONAL APPLICANT IN	NAL APPLICANT FORMATION	Albertalis din padent palent de l'alte d		
(14) STREET ADDRESS LINE NO.1 180 N. LaSalle Street, Su		<del></del>				
(15) STREET ADDRESS LINE NO. 2						
(16) CITY Chicago	<u></u>	(17) STATE	1 22 1			
(19) DAYTIME TELEPHONE NUMBE (630) 505-0005			CODE (if not in U.S.A	.)		
	FCC REGISTRAT	ΓΙΟΝ NUMBER (FRN) RE	QUIRED			
(21) APPLICANT (FRN) 0006024491			(22) FCC USE ONLY			
	ECTION C FOR EACH SERVICE,	IF MORE BOXES ARE N	EEDED, USE CONT	INUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE	CODE	(25A) QUA	NTITY		
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			(250) QUA			
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	(27D) TOTAL FEE		FCC USE ONLY		
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(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE C	CODE	(25E) QUA	NIITY		
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE		FCC USE	FCC USE ONLY		
(28E) FCC CODE I		(29E) FCC CODE 2				
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE C	CODE	(25F) QUAT	NTITY		
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(28F)FCC CODE I		(29B) FCC CODE 2	- Williams	<u>, definishen bereiter i de australia</u>		
	SEE PUBLIC BURDEN ON	REVERSE	FCC FORM 15	9-C FEBRUARY 2003 (REVISED)		

## NOWALSKY, BRONSTON & GOTHARD

A Professional Limited Liability Company Attorneys at Law

3500 North Causeway Boulevard

Metairie, Louisiana 70002 Telephone: (504) 832-1984 Monica Borne Haab EllenAnn G. Sands Bruce C. Betzer Philip R. Adams, Jr.

**Suite 1442** Benjamin W. Bronston Edward P. Gothard Facsimile: (504) 831-0892

**RECEIVED & INSPECTED** 

JUL 1 4 2004

FCC-MAILROOM

July 12, 2004

#### BY OVERNIGHT DELIVERY

Leon L. Nowalsky

Federal Communications Commission Common Carrier Bureau 445 12th Street S.W. Washington, D. C. 20554

FCC c/o Mellon Bank 3 Mellon Centre 525 William Penn Way, 27th Floor Room 152-2713 Pittsburg, Pennsylvania 15259-0001 ATTN: Wholesale Lockbox Shift Supervisor

> Application for consent to the transfer of control of a business which has Blanket RE: Domestic Interstate 214 Authority Transfer of ConnectAmerica, Inc.

#### Dear Sir or Madam:

Enclosed please find the following documents submitted on behalf of ConnectAmerica, Inc. to Network US. Inc. d/b/a CA Affinity:

- The original and four (4) copies of an Application for consent to the transfer of 1. control of a business which has blanket domestic interstate 214 authority.
- The original and four (4) copies of FCC Form 159. 2.
- Our check in the amount of \$860.00 representing the filing fee for this Application. 3.

Should you have any questions or require additional information, please do not hesitate to contact me.

I would appreciate if you would return a copy of this letter, date-stamped, in the envelope provided.

Sincerely

ttenAnn G. Sands

**Enclosures** 

# FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE

(I) LOCK BOX #			Si	PECIAL USE ONLY		
				OCUSEONLY		
		AYER INFORMATI				
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Nowalsky, Bronston & Gothard, APLLC			(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$860.00			
(4) STREET ADDRESS LINE NO.1 3500 N. Causeway Blvd. #14 (5) STREET ADDRESS LINE NO. 2	42					
(3) STREET ADDRESS CINE NO. 2						
(6) CITY Metairie			(7) STATE LA	(8) ZIP CODE 70002		
(9) DAYTIME TELEPHONE NUMBER (inclu (504) 832-1984		USA	CODE (if not in U.S.A	)		
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(13) APPLICANT NAME ConnectAmerica, Inc.						
(14) STREET ADDRESS LINE NO.1			- <del>-</del>			
1842 Centre Point Dr., Suite	128					
(15) STREET ADDRESS LINE NO. 2						
(16) CITY			(17) STATE	(18) ZIP CODE		
Naperville			IL	60563		
(19) DAYTIME TELEPHONE NUMBER (inc. (630) 505-0005			CODE (if not in U.S./	A.)		
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(21) APPLICANT (FRN) 0005076773			ONLY			
	ION C FOR EACH SERVICE, IF					
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CO	DE	(25A) QU			
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\$860.00		\$860.00	1982/1970/77/1982/9	ne ne reke nemer penkis sena en kum		
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SIGNATURESICAL	y regelu	n.f	DATE	1204		
	SECTION E - CREDIT C					
	MASTERCARD VISA			_		
ACCOUNT NUMBER		EXPIRAT	TION DATE			
I hereby authorize the FCC to charge my credi	t card for the service(s)/authorizatio	n herein described.				
SIGNATURE			_ DATE	TENNIA DA ANAZARENIA DE		
	SEE PUBLIC BURDEN ON R	EVERSE	FCC FORM	159 FEBRUARY 2003(REVISED)		

Approved by OMB

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINATION SHEET)  Page No of				FCC USE ON		
	USE THIS SECTION ONLY SECTION BB - ADDIT	Y FOR EACH ADDITION IONAL APPLICANT INFO				
(13) APPLICANT NÄME Network US, Inc. d/b/a CA		The state of the s				
(14) STREET ADDRESS LINE NO.1 180 N. LaSalle Street, Suite	1820				·	
(15) STREET ADDRESS LINE NO. 2	1020	····				
(16) CITY Chicago		(17) STATE	(18) ZIP CODE 606	01		
(19) DAYTIME TELEPHONE NUMBER (in (630) 505-0005	clude area code)	(20) COUNTRY C	ODE (if not in U.S.A	.)		
	FCC REGISTRAT	ION NUMBER (FRN) REC	QUIRED			
(21) APPLICANT (FRN) 0006024491		(12) FCC USE ONLY				
COMPLETE SECT	TION C FOR EACH SERVICE,	IF MORE BOXES ARE N	EEDED, USE CONT	INUATION SHE	ET	
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BEFORE THE Federal Communications Commission

WASHINGTON, D.C. 20554	•	RECEIVED & INSPECTED
		JUL 1 4 2004
	. )	FCC - MAILROOM
In the Matter of	) )	
ConnectAmerica, Inc.	)	
Network US, Inc.	)	•
	)File N	0.
Application Pursuant to Section 214 of the	)	
Communications Act of 1934 and Section 63.04 of the Commission's Rules for Consent to the	)	
Transfer of Control of ConnecAmerica, Inc.	<u> </u>	
to Network US, Inc.	)	
To: The Commission	)	

Attention:

Wireline Competition Bureau

## DOMESTIC APPLICATION FOR CONSENT TO TRANSFER OF CONTROL

Pursuant to section 214 of the Communications Act of 1934, as amended, and sections 63.01 through 63.04 of the Commission's Rules, ConnectAmerica, Inc. ("Connect"), by its attorneys, hereby seek consent to the transfer of control of Connect to Network US, Inc. ("Network"). Connect holds blanket section 214 authority to provide domestic telecommunications services.

Grant of the requested authority will permit consummation of a transaction whereby Network acquired all of the telecommunications assets of Connect, including but not limited to Connect's customer accounts, pursuant to a Uniform Commercial Code Foreclosure Sale under Chapter 810 Illinois Compiled Statutes Section 9-610 (the "Acquisition"). Prior to consummation of the Acquisition on July 8, 2004 (the "Closing"), Connect had been suffering financial difficulties, and its customers were on the brink of experiencing disconnection of their telecommunications service. As a result, Network acquired the assets of Connect in order to ensure uninterrupted service to Connect's customers.

Due to the exigent circumstances which existed at the time of the Closing, Newtork acquired Connect's customer base even though it did not, at that time, have authority from the FCC for the transfer. The proposed transfer will benefit the public interest. In accordance with 47 C.F.R. § 63.03, the parties request streamlined processing of this Application.

(1) The name, address and telephone number of the transferor and transferee.

Transferor:

ConnectAmerica, Inc. 1842 Centre Point Drive, Suite 128 Naperville, IL 60563

Transferee:

Network US, Inc. 180 N. LaSalle Street, Suite 1820 Chicago, IL 60601 (630) 505-0005 X 330

- (2) The state of incorporation of transferor and transferee.
  - ConnectAmerica is a Delaware corporation
  - Network US is an Illinois Corporation

(3) Correspondence concerning this Application should be addressed to:

> EllenAnn G. Sands Nowalsky, Bronston & Gothard, APLLC 3500 N. Causeway Boulevard, Suite 1442 Metairie, Louisiana 70002 (504) 832-1984 (Telephone) (504) 831-0892 (Facsimile) esands@nbglaw.com

(4) Network certifies to the following information:

> The name, address, citizenship, and principal place of business of the owners of Network, holding a 10 percent or greater ownership interest, are:

Name:

Brian Sledz

Address:

180 N. LaSalle Street, Suite 1820

Chicago, IL 60601

Citizenship: USA

Brian Sledz is 50% owner

Name:

Tim Sledz

Address:

180 N. LaSalle Street, Suite 1820

Chicago, IL 60601

Citizenship: USA

Tim Sledz is 50% owner

- The parties to this application certify that neither the Applicants nor (5) any party to the Application is subject to a denial of Federal benefits that includes FCC benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. 862.
- Grant of the requested authority will approve consummation of a (6)transaction whereby Connect sold, transferred and assigned to Network all of Connect's right, title and interest in and to Connect's assets, as defined in the Agreement. Network will continue to provide service under the blanket Section 214 Authority for which it is presently authorized.
- Both Connect and Network are non-dominant carriers that resell (7) domestic and international long distance service from various facilities based carriers. Connect and Network are authorized by the FCC to offer domestic interstate and international services in forty-eight (48) states and the District of Columbia as non-dominant carriers.

- (8) This Application is appropriate for streamlined treatment based on Section 63.03 (2) The transaction would result in Network having a market share in the interstate, interexchange market of less than 10 percent and Network would provide competitive telephone exchange services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this transaction.
  Section 63.03(2)(i) Neither Connect or Network is dominant with respect to any service.
- (9) The parties have filed a separate application for consent to the transfer of control of Connect's 214 International authorization.
- (10) Not applicable.
- (11) Not applicable.
- (12) Grant of the instant application will serve the public interest, convenience, and necessity. Critical to the Acquisition is the need to ensure the continuation of high quality, uninterrupted service to all customers currently served by Connect. The Acquisition will serve the public interest in that it will ensure that current Connect customers maintain uninterrupted service, notwithstanding Connect's financial difficulties. The Acquisition will also serve to create a heightened level of operating efficiency which generally will serve to enhance the overall capacity of Network to compete in the marketplace and to provide telecommunications services for a greater number of consumers at competitive rates.

### V. SUMMARY AND CONCLUSION

In summary, Applicants request expedited review and disposition of the instant Application due to Connect's financial difficulties and in order to ensure that the transaction is transparent to the affected customers with no interruption in service.

No new construction is involved, and grant of the instant application would not constitute a "major" environmental action pursuant to Section 1.1305 of the Commission's Rules.

Applicants Connect and Network confirm that they have no affiliates that provide telecommunications service.

In view of the foregoing, the applicants respectfully request that the Commission consent to the acquisition by Network of control of Connect and its domestic telecommunications operations.

Dated this 12<sup>th</sup> day of July, 2003.

Respectfully submitted,

Bv

EllenAnn G. Sands

Nowalsky, Bronston & Gothard

A Professional Limited Liability Company

3500 N. Causeway Boulevard

Suite 1442

Metairie, Louisiana 70002

Telephone: (504) 832-1984

Counsel for Network US, Inc. d/b/a CA Affinity

and ConnectAmerica, Inc.

STATE OF Illinois COUNTY OF Dulage

### **VERIFICATION**

I, Tim Sledz, am the President of ConnectAmerica, Inc. and am authorized to make this verification on its behalf. The statements made in the foregoing Application are true of my own knowledge, except as to those matters which are therein stated on information and belief, and as to those matters I believe them to be true.

Name: Tim Sleoz

Title: Preside

Sworn to and subscribed before me, Notary Public, in and for the State and County named above, this \_\_\_\_\_ day of July, 2004.

Notary Public

My commission expires:

2/18/01

OFFICIAL SEAL
DEBRA LANE
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 2-18-2008

COUNTY OF Jefferson

### **VERIFICATION**

I, Bernard A. Goldman, am the Executive Vice President/Assistant Secretary of Network US, Inc. d/b/a CA Affinity and am authorized to make this verification on its behalf. The statements made in the foregoing Application are true of my own knowledge, except as to those matters which are therein stated on information and belief, and as to those matters I believe them to be true.

Name: Bernard A. Goldman

Title: Executive Vice President/Assistant Secretary

Sworn to and subscribed before me, Notary Public, in and for the State and County named above, this  $\cancel{\cancel{\cancel{\cancel{4}}}}$  day of July, 2004.

Notary Public

My commission expires: at clean

PHILIP R. ADAMS, JR. Notary Public, State of Louisiana My Commission is issued for life. Notary Number: 65947